

# BYLAWS OF THE UNITARIAN CONGREGATION OF WEST CHESTER

## ARTICLE I. NAME

The name of this religious non-profit corporation, whose name from April 1954 to February 12, 2012 has been the Unitarian Fellowship of West Chester, shall be the Unitarian Congregation of West Chester, hereinafter referred to as "the Congregation."

## ARTICLE II. PURPOSE

### VISION:

We gather aspiring to be a thriving, caring, and welcoming community that supports each person's spiritual journey, embraces diversity, challenges us to live responsibly and is a catalyst for a just and compassionate world.

### MISSION:

As a diverse liberal faith congregation we make a difference in our lives, our children's lives, and the wider community by creating an environment for spiritual growth and fulfillment, for building meaningful connections, and for actively advancing peace and justice in the world.

## ARTICLE III. AFFILIATION

The Congregation shall be a member of the Unitarian Universalist Association (UUA) and other affiliated organizations. It is the intention of the Congregation to make annual financial contributions equal to its full share as determined by the UUA and other affiliated organizations.

## ARTICLE IV. MEMBERSHIP

### A. Eligibility

1. Membership in the Congregation is open to any person age 14 or older regardless of race, ethnicity, gender, sexual orientation, sexual identification, national origin, or disability that meets the Requirements of Membership.
2. Adult members are all members age 20 and above.
3. Youth members are members age 14 to 19.
4. The term "members" refers to Youth or Adult members of the Congregation unless otherwise specified.

### B. Requirements

1. Membership is obtained by signing the Membership Book signifying agreement with the purpose of the Congregation as set forth in Article II.
2. All members are required to participate in activities of the Congregation.

3. Adult members are required to make a financial contribution of record in an amount greater than or equal to the annual per member contribution to the denominational organizations the Congregation belongs to for each fiscal year.
4. Youth members are not required to make a financial contribution.

#### C. Rights

1. The rights of membership begin 30 days after signing the Membership Book.
2. All members have the right to:
  - a. Vote at meetings of the Congregation.
  - b. Be eligible to represent the Congregation as a delegate to the General Assembly of the UUA and meetings of other affiliated organizations.
  - c. Be listed in membership reports made to the UUA and other affiliated organizations.
  - d. Adult members have the right to be eligible for election as trustee, officer, or serve as committee chair.

#### D. Waivers

The Minister or the President in the Minister's absence may grant a waiver to meet the financial contribution and/or participation requirements should the member's situation merit such action. Members who have obtained a waiver retain all of the rights of membership.

#### E. Certification

The Secretary shall annually report the list of members to the UUA and other affiliated organizations.

#### F. Resignation

A member may resign at any time by notifying in writing the Minister or Secretary. The Board of Trustees shall then be advised by the Minister or Secretary that the name has been removed from the Membership Book.

## ARTICLE V. CONGREGATIONAL MEETINGS

### A. Rules

1. Notices
  - a. The Secretary shall send a notice of a meeting to each member of the Congregation.
  - b. The notice shall be sent not less than ten days prior to the meeting. The notice may be sent by electronic mail (e-mail) to those members who have provided an e-mail address to the Congregation's Administrator and have not opted out of e-mail notifications. All other members shall receive the notice by first class mail.
  - c. The notice shall include at least time, place, and business to be conducted.
  - d. When regular services are being held, the notice shall be read during the service immediately preceding the meeting and shall be posted in the Congregation's building at least eight days prior to the meeting.

- e. No business shall be voted upon that has not appeared in the notice of the meeting.
- 2. Voting
  - a. A quorum for a Congregational meeting where a vote is to be taken shall be determined by the Secretary as a percent of the membership of the Congregation. Unless otherwise specified, the quorum shall be 20 percent.
  - b. No proxy or absentee votes shall be allowed.
  - c. In the event of more than one nomination for an office, voting shall be by secret ballot.
- 3. Robert's Rules of Order shall apply at all Congregational meetings, except that where these bylaws and Robert's Rules of Order are in disagreement, these bylaws shall take precedence.

#### B. Annual Meeting

- 1. The Annual Meeting shall be held every year before the end of the fiscal year at a location, date, and time to be determined by the Board.
- 2. Purpose
  - a. To fill elective offices;
    - i. The Nominating Committee shall present a slate of at least one candidate for each open position on the Board.
    - ii. Any member shall be entitled to submit a name for nomination for an open Board position provided that the nominee has given permission.
  - b. To present the Finance Executive's, Minister's, President's and other appropriate reports;
  - c. To approve the budget for the coming fiscal year beginning on July 1 and ending on June 30;
  - d. To carry out other business of the Congregation as necessary;
  - e. To present or discuss non-substantive items not requiring a Congregational vote.

#### C. Resolutions

- 1. Taking a stand as a Congregation on a political or social issue shall be decided by resolution at a Congregational meeting. Approval of such a resolution shall require an affirmative vote of two-thirds of the members present.
- 2. A resolution may not endanger the Congregation's tax exempt status.

#### D. Other Meetings

The Board may call other meetings of the Congregation and shall call meetings in response to written requests signed by at least ten members.

## ARTICLE VI. BOARD OF TRUSTEES

- A. The governing body of the Congregation shall be a Board of Trustees, referred to as “the Board” or “the Board of Trustees” in these bylaws. The Board shall consist of the President, the Vice President, the Secretary and four Trustees.
- B. The terms of office for elected officers shall coincide with the fiscal year, which begins on July 1 and ends on June 30 (referred to as “term” in these by-laws).
- C. Requirements  
All members of the Board of Trustees must be adult members of the Congregation.
- D. Responsibilities
  1. The Board shall follow a Board-Executive Team governance model under which the Board is responsible for long-term strategies and vision rather than day-to-day operations, which shall be the responsibility of the Executive Team as defined in ARTICLE VII. The Board shall ultimately be responsible for all programs of the Congregation, its property and its business affairs.
  2. The Board, using Congregational input, shall review the Purpose Statement (ARTICLE II) of the bylaws at least every two years and when necessary propose bylaws changes. The Board shall also review goals and policies it uses to ensure that the governance of the Congregation meets the Congregation’s desires and needs.
    - a. The goals represent the short and long term aspirations of the Congregation and may be directed to the Executive Team, the Council or the Congregation as a whole. Goals are written as outcomes; or what is to be accomplished, not as the means by which it is to be accomplished. The ways in which the goals are to be measured may also be specified.
    - b. The policies are the directions the Board provides to the Executive Team in managing the day-to-day operations of the Congregation.
  3. The Board shall review and may modify the Job Descriptions created by the Executive Team under ARTICLE VII.C.
  4. The Board may create non-standing committees that report directly to it. These committees perform services to the Board which are outside the functions of the Executive Team. The Board shall write a job description for any committee it creates, defining the committee’s responsibilities and its relation to the Executive Team. Any committee created by the Board which has a financial responsibility shall have a joint reporting requirement to both the Board and the Finance Executive.
  5. The Board in conjunction with the Minister and the Committee on Ministry shall create and maintain a procedure for evaluating the Ministries of the Congregation including the Minister, other professional staff, lay-led functions and Congregational involvement. The procedure shall assign responsibility for performing the review, the criteria the review will be based on, and the frequency for reviews. Reviews of the professional staff shall be done every two or three years and completed before the end of a President’s term.

6. The Board shall appoint members of the Leadership Development Committee as appropriate.
7. The Board shall act as agent of the Congregation in regard to the employment, evaluation, and dismissal of any personnel.
8. The Board shall fill all vacancies on the Board by appointment except for the President. Persons so appointed shall serve until the end of the fiscal year, when an election shall be held to fill out the remainder of the term. The President shall be automatically succeeded by the Vice President, who shall serve until the end of the President's term.
9. The Board shall cause an independent review of the financial records of the Congregation to be completed after the end of the fiscal year prior to a new Administrative Treasurer taking office. The Board shall receive a written report of the review, with any discrepancies and recommendations noted. The Board may request a review earlier if it deems necessary.
10. The Board or any member of the Board shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless the Board or any member of the Board has breached or failed to perform the duties of office under 15 PA.C.S. Article 5713 and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this section shall not apply to the responsibility or liability of the Board for the payment of taxes pursuant to local, state, or Federal law.

E. Officers of the Congregation

1. President

- a. The President shall be the Chair of the Board of Trustees.
- b. The President, when available, shall preside at all meetings of the Board and Congregation.
- c. In the absence of both the President and the Vice President, the President shall appoint another member of the Board to preside at meetings of the Board or Congregation.
- d. The President shall be elected at the Annual Meeting in odd years for a term of two years.
- e. The President shall not be eligible for re-election after serving two full terms until a two-year interval has expired.

2. Vice President

- a. In the event the office of the President becomes vacant, the Vice President shall succeed immediately to the office and fill out the remainder of the President's term.
- b. In the absence of the President, the Vice President shall preside at meetings of the Board of Trustees and the Congregation.
- c. The Vice President shall be elected at the Annual Meeting for a term of one year.

3. Secretary

- a. The Secretary shall keep a record of all business meetings of the Board of Trustees and the Congregation. In the Secretary's absence, a Board member appointed by the President shall perform these duties. The minutes shall be posted and made available to the Congregation.
- b. The Secretary shall keep the official record of members.
- c. The Secretary shall meet the membership reporting requirements of the UUA and affiliated organizations.
- d. Prior to any Congregational meeting, the Secretary shall determine the quorum for that meeting.
- e. The Secretary shall be elected at the Annual Meeting in even years for a term of two years.

#### F. Trustees

1. Four elected Trustees shall serve on the Board
2. Each Trustee shall be elected for a two-year term. Two Trustees shall be elected in even years and two Trustees shall be elected in odd years.
3. A Trustee shall be limited to two consecutive terms and shall not be eligible for re-election until a one-year interval has passed.

#### G. Meetings

1. Four members of the Board shall constitute a quorum.
2. The Program Coordinator shall attend Board meetings as a representative of the Executive Team. Any other member of the Executive Team, the Director of Lifespan Faith Development, and any member of the Congregation may attend Board meetings, except in those instances when the Board goes into executive session.
3. The Board shall hold Board meetings at least every 3 months. A notice of all routine Board meetings shall be placed on the public calendar for the congregation.
4. Robert's Rules of Order shall apply at all Board meetings, except that where these bylaws and Robert's Rules of Order are in disagreement, these bylaws shall take precedence.

#### H. Removal from office

1. A special Congregational meeting may be called to remove any Board member. The meeting may be called by a majority vote of the Board or Executive Team.
2. The quorum for the meeting shall be 40 percent of membership. A vote of 60 percent of members present shall be required for removal.
3. Any member removed from the Board shall be replaced by the standard replacement procedure.

## ARTICLE VII. Executive Team

### A. Purpose

The Executive Team shall report to the Board and be responsible for the day-to-day operations of the Congregation. The team shall act in accordance with the policies and goals as set by the Board of Trustees.

## B. Membership

The Executive Team shall consist of the Minister, Finance Executive and Program Coordinator. The Finance Executive and Program Coordinator shall be nominated by the Leadership Development Committee and approved by the Board. The Finance Executive and Program Coordinator must be a member of the Congregation.

## C. Responsibilities

1. The Program Coordinator shall chair the Council and the Finance Executive shall be a member of the Council.
2. The Finance Executive shall be responsible for overseeing all financial matters of the Congregation.
3. The Executive Team shall create and maintain job descriptions for each staff position of the Congregation with the exception of the Minister.
4. The Executive Team shall create and maintain job descriptions for the named members of the Finance Committee.
5. The Executive Team shall organize non-standing committees and volunteers performing activities that aid the day-to-day operations of the Congregation and that have not otherwise been delegated to staff positions or standing committees.
  - a. The Executive Team shall request a nomination from the Leadership Development Committee for a chair or co-chairs for each non-standing committee and shall approve the nomination.
  - b. The Executive Team shall create a job description for each non-standing committee. The description shall define the responsibilities delegated to the committee. The description may also place restrictions on the actions that the committee can perform, thus reserving those functions for the Executive Team and staff or preventing overlap of function between committees.
  - c. The Executive Team shall direct each non-standing committee to create and maintain procedures to be followed in implementing the responsibilities assigned to the committee in its job description. The Executive Team shall review and may modify any of the procedures developed by each committee.
  - d. Non-members may serve on non-standing committees.

## ARTICLE VIII. Council of Committees (“the Council”)

### A. Purpose

1. The Council shall facilitate communications between the Executive Team and the non-standing committees and between those committees.
2. The Council shall coordinate and schedule events and activities hosted by the non-standing committees.

### B. Membership

1. The Council shall be comprised of the Program Coordinator, the Finance Executive, and committee chairs for all non-standing committees organized by the Executive Team plus the chair of the Leadership Development Committee.

2. The Program Coordinator shall chair the Council. The Finance Executive shall chair the committee in absence of the Program Coordinator.

## ARTICLE IX. STANDING COMMITTEES

### A. Nominating Committee

1. Membership
  - a. The Nominating Committee shall consist of three members.
  - b. The chair and one member shall be elected at the Annual Meeting for a term of one year.
  - c. The Board shall appoint the third member for a term of one year.
  - d. The appointed member may be a Board member.
  - e. No person may serve more than two consecutive terms on the Nominating Committee and shall not be eligible to serve on the Committee again until a one-year interval has passed.
2. Responsibilities
  - a. The Nominating Committee shall present to the Annual Meeting a slate of nominees for the following positions: officers for which terms have ended, two trustees, any other vacancies on the board, and two Nominating Committee members.
  - b. The Nominating Committee should identify a candidate for President the year before they would be nominated and offer them the option of being nominated for Vice President for one year before being nominated for President.
  - c. The Nominating Committee shall consult with the Leadership Development Committee for all positions to be nominated.

### B. Leadership Development Committee

1. Membership
  - a. The Board shall appoint at least three members to the Leadership Development Committee. The appointees may include members of the Nominating Committee.
  - b. The Leadership Development Committee may appoint additional members.
  - c. The members of the Leadership Development Committee shall select one member as chair. The chair shall be a member of the Council.
2. Responsibilities
  - a. The Leadership Development Committee shall help develop leadership skills in members by:
    - i. Providing training opportunities including those offered by the denomination
    - ii. Encouraging participation in congregational activities including committee work.
  - b. The Leadership Development Committee shall solicit skills information relevant to Congregational needs from members as appropriate. If a non-standing Membership Committee exists, the Leadership Development Committee shall work with it to collect the skills information.



- c. The Leadership Development Committee shall recommend candidates to the Nominating Committee for each position the Nominating Committee is responsible for nominating. For each recommendation, the Leadership Development Committee shall provide information including leadership and non-leadership roles the candidate has held within the Congregation and outside when available.
- d. The Leadership Development Committee shall provide nominations for the Finance Executive and Program Coordinator when requested by the Board.
- e. The Leadership Development Committee shall assist the Executive Team in recruiting committee chairs and members.
- f. The Leadership Development Committee shall assist committees in recruiting additional members.
- g. The Leadership Development Committee shall maintain records of leadership roles performed by Congregation members.

### C. Committee on Ministry

#### 1. Purpose

The Committee on Ministry is concerned with not only the health of the relationship between the professional Minister and the Congregation but also the health of all of the Ministries of the Congregation. The Committee's focus is the functioning of the Congregation's programs and personnel, ordained and non-ordained.

#### 2. Membership

- a. For the first year after the installation of a new Minister, the Committee on Ministry shall be comprised of two members of the Search Committee chosen by the new Minister and two members from the previous Committee on Ministry selected by the Board.
- b. For the second year of a ministry, the Minister and the Board shall each recommend four members of the Congregation to serve on the Committee on Ministry. From the four recommended by the Minister, the Board shall appoint one to a two year term and one to a one year term. Likewise, from the four recommended by the Board, the Minister shall appoint one to a two year term and one to a one year term.
- c. Each following year, the Minister and the Board shall each-recommend two members of the Congregation to replace those members of the Committee on Ministry whose terms have expired. The Minister shall select one from the Board's recommendation, and the Board shall select one from the Minister's recommendation. Those selected shall serve a two-year term on the Committee on Ministry.
- d. If a position on the Committee on Ministry becomes vacant for any reason, the vacancy shall be filled within thirty days using the same process described in c. above. The person appointed to fill the vacancy shall serve for the remaining portion of the term. If the remaining portion of the term is for more than nine months the appointee shall be considered as having served a full year.

- e. A person shall be limited to four consecutive years of service on the Committee on Ministry, and shall not be eligible to serve on the Committee again until a one-year interval has passed.
  - 3. Reporting. The Committee on Ministry shall:
    - a. Report to the Board.
    - b. Report annually to the Congregation.
  - 4. Duties and Responsibilities. The Committee on Ministry shall:
    - a. Work with the Board to develop procedures consistent with the purpose stated in ARTICLE IX.C.1.
    - b. With the Board and the Minister, develop a plan for professional leadership assessments.
- D. Finance Committee
- 1. Membership
    - a. The Finance Executive is appointed by the Board based on recommendations from the Leadership Development Committee.
    - b. The Administrative Treasurers and Fundraising Coordinator are appointed by the Finance Executive based on recommendations from the Leadership Development Committee.
    - c. The Income and Expense Treasurers are appointed by the Administrative Treasurer. They do not need to be members of the Congregation but must be different people.
  - 2. Responsibilities
    - a. The Finance Executive is a member of the Executive Team and chairs the Finance Committee.
    - b. The Administrative Treasurer shall be responsible for maintaining the financial records of the Congregation and supervising the Income and Expense Treasurers.
    - c. The Income Treasurer shall be responsible for collecting contributions from the membership and for other sources of income.
    - d. The Expense Treasurer shall be responsible for paying the bills of the Congregation.
    - e. The Fundraising Coordinator shall be responsible for raising adequate funds to meet the needs of the Congregation.
    - f. The Finance Committee has fiduciary responsibility for the Congregation.
    - g. Each member of the Finance Committee shall maintain a written description of the procedures used to perform their responsibilities.

## ARTICLE X. MINISTER

### A. Selection

- 1. Ministerial Search Committee

- a. When a Minister is to be called, a Ministerial Search Committee of seven members nominated by the Board shall be elected as a slate at a special Congregational meeting called for that purpose.
  - b. The Ministerial Search Committee shall recommend to the Congregation a ministerial candidate.
  - c. In consultation with the Board, the Ministerial Search Committee shall recommend an initial annual compensation package.
2. Congregational Requirements
- a. The Congregation shall have the opportunity to meet and hear the candidate preach at a service led by the candidate and held in the congregation building.
  - b. Written data on the candidate's experience and qualifications shall be furnished to each member of the Congregation.
- B. Election
- 1. The Minister shall be elected by written secret ballot.
  - 2. The election shall require the affirmative vote of four-fifths (80 percent) of the members of the Congregation present in person at a meeting called for that purpose, and the quorum for such meeting shall be 40 percent of the membership.
  - 3. The Minister's initial compensation shall be determined by a majority vote of the members of the Congregation present in person at the meeting.
- C. Duties and Responsibilities. The Minister:
- 1. Shall be responsible for the conduct of worship that meets the Congregation's spiritual interests and needs.
  - 2. Shall have freedom of the pulpit.
  - 3. When speaking outside of the pulpit on matters of public policy, political issues or social justice issues, shall make it clear whether statements made are personal opinions or represent the position of the Congregation.
  - 4. Shall be an ex-officio non-voting member of all committees except the Nominating Committee, the Ministerial Search Committee, and the Committee on Ministry.
  - 5. Shall serve in an advisory capacity at Board meetings.
  - 6. Shall be a member of the Executive Team.
  - 7. The Minister shall be responsible, or shall designate someone to be responsible for the daily supervision of all other full- or part-time employees.
  - 8. Shall work with the Board and the Committee on Ministry to develop procedures for evaluating the Ministries of the Congregation including the evaluation of the Minister and other professional staff.
- D. Letter of Agreement
- 1. Additional details of the duties and responsibilities of the Minister, his/her salary and allowances, vacations, and related matters shall be stated in an "Initial Letter of Agreement" to be negotiated between the Minister and the Board.

2. Thereafter, the "Letter of Agreement" shall be reviewed annually by the Minister and Committee on Ministry prior to the Annual Meeting. Recommendations for any modifications resulting from the review shall be reported to the Board.
3. After consideration of such proposed modifications, the Board shall submit any items requiring Congregational approval to the Annual Meeting.

#### E. Dismissal

1. Congregational Meeting to Dismiss
  - a. The Board may call a special Congregational meeting to vote on dismissal of the Minister.
  - b. The Minister and Committee on Ministry shall be notified of the intent to call such a meeting,
  - c. The call for the meeting may not be issued until thirty days have passed following such notification.
  - d. A meeting to vote on dismissal of the Minister may be held only on a day that falls between September 1 and June 30, inclusive.
  - e. A vote to dismiss the Minister shall not be conducted more than twice in any fiscal year.
  - f. A written, secret ballot shall be used.
  - g. The quorum for such a meeting shall be 40 percent of the membership. A simple majority is required to dismiss.
2. In the event of dismissal, the Board shall so inform the Minister in writing within 48 hours.
3. The Minister's salary and allowances shall be continued for three months after the date of said vote.

#### F. Resignation

1. The Minister shall give three months notice of resignation in writing to the Board of Trustees.
2. The Board may allow an interval of less time.

### ARTICLE XI.AMENDMENTS

- A. These bylaws may be amended by an affirmative vote of two-thirds of the members present at any Congregational Meeting, provided the amendments have been included in the text of the written notice of the meeting.
- B. The amendments not pertaining to elected positions take effect immediately.
- C. Elected positions will be maintained until the end of the position's original term.

## ARTICLE XII. DISSOLUTION

- A. The Congregation may be dissolved by an affirmative vote of two-thirds of the members present at a special Congregational meeting called to consider the dissolution of the Congregation.
- B. The quorum for such a meeting shall be 50 percent of the members of the Congregation.
- C. Should the Congregation be dissolved, any assets of the Congregation shall be transferred to the Unitarian Universalist Association for its general purposes. This transfer shall be made in full compliance with whatever laws are applicable at that time.